

1420/48

FORM D

U.S. Securities and Exchange Commission

Washington, DC 20549

Notice of Exempt
Offering of Securities

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden
hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer RxMedic Systems, Inc.	Previous Name(s) <input type="checkbox"/> None RxMedic Systems, LLC	Entity Type (Select one) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization Delaware	APDS, LLC	
Year of Incorporation/Organization (Select one) <input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (specify year) 2004 <input type="checkbox"/> Yet to Be Formed		

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1 2700 Sumner Boulevard	Street Address 2 Suite 160
City Raleigh	State/Province/Country North Carolina
ZIP/Postal Code 27616-3258	Phone No. 919-855-9559

Item 3. Related Persons

Last Name Winchester	First Name Alan	Middle Name SEE
Street Address 1 2700 Sumner Boulevard	Street Address 2 Suite 160	
City Raleigh	State/Province/Country North Carolina	ZIP/Postal Code 27616-3258
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Identify additional related persons by checking this box ☐ and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

<input type="checkbox"/> Agriculture <input type="checkbox"/> Banking and Financial Services <input type="checkbox"/> Commercial Banking <input type="checkbox"/> Insurance <input type="checkbox"/> Investing <input type="checkbox"/> Investment Banking <input type="checkbox"/> Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: <input type="checkbox"/> Hedge Fund <input type="checkbox"/> Private Equity Fund <input type="checkbox"/> Venture Capital Fund <input type="checkbox"/> Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Business Services <input type="checkbox"/> Energy <input type="checkbox"/> Electric Utilities <input type="checkbox"/> Energy Conservation <input type="checkbox"/> Coal Mining <input type="checkbox"/> Environmental Services <input type="checkbox"/> Oil & Gas <input type="checkbox"/> Other Energy <input type="checkbox"/> Health Care <input type="checkbox"/> Biotechnology <input type="checkbox"/> Health Insurance <input type="checkbox"/> Hospitals & Physicians <input type="checkbox"/> Pharmaceuticals <input type="checkbox"/> Other Health Care <input type="checkbox"/> Manufacturing <input type="checkbox"/> Real Estate <input type="checkbox"/> Commercial	<input type="checkbox"/> Construction <input type="checkbox"/> REITS & Finance <input type="checkbox"/> Residential <input type="checkbox"/> Other Real Estate <input type="checkbox"/> Retailing <input type="checkbox"/> Restaurants <input type="checkbox"/> Technology <input type="checkbox"/> Computers <input type="checkbox"/> Telecommunications <input checked="" type="checkbox"/> Other Technology <input type="checkbox"/> Travel <input type="checkbox"/> Airlines & Airports <input type="checkbox"/> Lodging & Conventions <input type="checkbox"/> Tourism & Travel Services <input type="checkbox"/> Other Travel <input type="checkbox"/> Other
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Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
☐ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☒ Decline to Disclose
☐ Not Applicable

- ☐ No Aggregate Net Asset Value
☐ \$1 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$50,000,000
☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☒ Decline to Disclose
☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- ☒ New Notice OR ☐ Amendment

Date of First Sale in this Offering:

March 4, 2009

OR

☐ First Sale Yet to Occur**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?

☐ Yes ☒ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

☐ Yes ☒ No

Clarification of Response (if Necessary)

Item 11. Minimum InvestmentMinimum investment accepted from any outside investor \$ N/A**Item 12. Sales Compensation**Recipient
N/A

Recipient CRD Number

☐ No CRD Number(Associated) Broker or Dealer ☐ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation ☐ All States

☐ [AL] ☐ [AK] ☐ [AZ] ☐ [AR] ☐ [CA] ☐ [CO] ☐ [CT] ☐ [DE] ☐ [DC] ☐ [FL] ☐ [GA] ☐ [HI] ☐ [ID]
☐ [IL] ☐ [IN] ☐ [IA] ☐ [KS] ☐ [KY] ☐ [LA] ☐ [ME] ☐ [MD] ☐ [MA] ☐ [MI] ☐ [MN] ☐ [MS] ☐ [MO]
☐ [MT] ☐ [NE] ☐ [NV] ☐ [NH] ☐ [NJ] ☐ [NM] ☐ [NY] ☐ [NC] ☐ [ND] ☐ [OH] ☐ [OK] ☐ [OR] ☐ [PA]
☐ [RI] ☐ [SC] ☐ [SD] ☐ [TN] ☐ [TX] ☐ [UT] ☐ [VT] ☐ [VA] ☐ [WA] ☐ [WV] ☐ [WI] ☐ [WY] ☐ [PR]

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**(a) Total Offering Amount \$ 2,000,000.00 OR ☐ Indefinite(b) Total Amount Sold \$ 2,000,000.00(c) Total Remaining to be Sold \$ 0 OR ☐ Indefinite
(Subtract (a) from (b))

Clarification of Response (if Necessary)

SEC
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MAR 11 2009

Washington, DC
103**Item 14. Investors**Check this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:0

Enter the total number of investors who already have invested in the offering:

1**Item 15. Sales Commissions and Finders' Fees Expenses**

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ N/A ☐ EstimateFinders' Fees \$ N/A ☐ Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ N/A

☐ Estimate

Clarification of Response (if Necessary)

Other than the payment of salaries and other compensation and benefits in the ordinary course of business no officer, director or promoter will receive any payments from the proceeds of this offering.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

*This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3418 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

RxMedic Systems, Inc.

Name of Signer

Alan Winchester

Signature

Title

President and Chief Executive Officer

Date

March 9, 2009

Number of continuation pages attached:

2

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3. Related Persons (Continued)

Last Name First Name Middle Name
Pittman Cynthia
Street Address 1 Street Address 2
2700 Sumner Boulevard Suite 160
City State/Province/Country ZIP/Postal Code
Raleigh North Carolina 27616-3258
Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter
Clarification of Response (if Necessary)

Last Name First Name Middle Name
Nelson Steven
Street Address 1 Street Address 2
110 East Morehead Street
City State/Province/Country ZIP/Postal Code
Charlotte North Carolina 28202
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter
Clarification of Response (if Necessary)

Last Name First Name Middle Name
McConnell John P.
Street Address 1 Street Address 2
1108 Silver Oaks Court
City State/Province/Country ZIP/Postal Code
Raleigh North Carolina 27614
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter
Clarification of Response (if Necessary)

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Mail Processing
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Washington, DC

Last Name First Name Middle Name
Reinfeld David M.
Street Address 1 Street Address 2
414 Johnson Avenue
City State/Province/Country ZIP/Postal Code
Englewood New Jersey 07631
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter
Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)

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FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

Last Name

Nordlicht

First Name

Ira

Middle Name

S.

Street Address 1

6 Green Acres Drive

Street Address 2

City

Rye

State/Province/Country

New York

ZIP/Postal Code

10580

Relationship(s): ☐ Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

END